

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF VERMONT

IN RE:	)	
	)	
RUTLAND FIRE CLAY CO.	)	Case No. 99-11390-cab
d/b/a Rutland Products	)	
RUTLAND, INC.	)	Case No. 99-11391-cab
d/b/a Rutland Products,	)	<i>Jointly Administered</i>
d/b/a Rutland, Inc. of Illinois	)	<i>Chapter 11 proceeding</i>
	)	
Debtors in Possession.	)	#278-1

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**MODIFIED ORDER APPROVING FIRST AMENDED DISCLOSURE STATEMENT  
AND ESTABLISHING SOLICITATION AND VOTING PROCEDURES  
FOR CLASS 4 AND CLASS 5 CLAIMS WITH RESPECT TO THE DEBTORS'  
FIRST AMENDED PLAN OF REORGANIZATION AND APPROVING  
PLAN SUMMARY AND SERVICE THEREOF**

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Rutland Fire Clay Company and Rutland, Inc., the above-captioned debtors and jointly administered debtors in possession (the "Debtors"), having filed with the Clerk of this Court, on October 13, 2000, its First Amended Disclosure Statement for the First Amended Chapter 11 Plan of Reorganization of Rutland Fire Clay Company and Rutland, Inc. (the "Disclosure Statement"), and the Joint Motion of the Debtors, the Official Tort Claimants Committee and the Legal Representative of the Future Claimants for an Order Establishing Solicitation and Voting Procedures (the "Voting Procedures Motion") and as orally amended to include Class 5 Settled Claims, and the Debtors having filed and served a Motion to Authorize Service of Plan Summary in Lieu of Plan for Class 4 Asbestos Related Claimants (the "Plan Summary Motion") pursuant to 11 U.S.C. §1125 (b) and this Court having held a hearing on October 13, 2000 (the "Hearing"), to consider whether the Disclosure Statement contains adequate information, in accordance with

US BANKRUPTCY COURT  
DISTRICT OF VERMONT  
OCT 18 2000  
FILED & ENTERED ON DOCKET  
BY: DAVID A. SIME

section 1125 of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); to consider the Voting Procedures Motion and the Plan Summary Motion, and the Objections to each or all (as defined below) having been filed and/or received by the Debtor; and the Debtor, having filed with the Court on October 13, 2000, its First Amended Chapter 11 Plan of Reorganization, dated October 13, 2000 ( the " Plan") and an accompanying First Amended Disclosure Statement, in order to conform the Disclosure Statement, as the same was amended, modified or supplemented on the record at the Hearing or to incorporate certain revisions to the Plan (including all exhibits and attachments thereto, the "First Amended Disclosure Statement"); and the Court having prescribed the form and scope of notice with respect to the Hearing; the Official Asbestos Claimants Committee ("Committee") having appeared by its counsel, John J. Preefer, Esq. and the Committee's Chair, Nancy Worth Davis, Esq.; the Legal Representative, Richard Levy, Jr., having appeared; the Office of the United States Trustee having appeared through Kevin Purcell, Esq.; and the Debtors having appeared by their counsel, Raymond J. Obuchowski, Esq. and Jennifer Emens-Butler, Esq. and other parties having duly noted their appearance, and the Court having considered the Disclosure Statement, the First Amended Disclosure Statement, the Plan and the First Amended Plan, and all amendments and modifications thereto; the Voting Procedures Motion and Plan Summary Motion, and the Objections thereto, the statements and arguments of counsel, and the record of the Hearing; and after due deliberation and sufficient cause appearing therefor, it is:

FOUND, that:

1. Due and proper notice of the Hearing on the Disclosure Statement, the Voting Procedures Motion and the Plan Summary Motion has been served and published, as required and as evidenced by affidavits of service filed with this Court, and no other or further notice is required;

2. Objections to the adequacy of the information contained in the Disclosure Statement were filed by the Office of the United States Trustee, the "Objections", and the Objections were resolved;

3. The First Amended Disclosure Statement, as the same may be amended pursuant to the terms of this Order, contains "adequate information," as that term is defined in section 1125 of the Bankruptcy Code, with respect to the First Amended Plan (as amended, supplemented or modified on the record at the hearing or pursuant to the terms of this Order, the "Plan");

4. The Plan Summary annexed to the Plan Summary Motion is adequate and sufficient to satisfy and comply with Section 1125 (b) of the Bankruptcy Code.

5. The claims classified in Classes 1, 2, 3 and 6, as designated and defined in the Plan (collectively, the "Unimpaired Classes"), are not impaired within the meaning of section 1124 of the Bankruptcy Code;

6. The interests classified in Class 7, as designated and defined in the Plan (collectively, the "Rejecting Class"), are Impaired and will not receive or retain any property under the Plan on account of such interests; and

7. The claims classified in Classes 4 as designated and defined in the Plan (collectively, the " Class 4 Claimants" or "Holders of Asbestos-Related claims" ) and the claims classified in Class 5 as designated and defined in the Plan are Impaired; and it is therefore

ORDERED, ADJUDGED AND DECREED THAT:

A. *Approval of Disclosure Statement*

1. The First Amended Disclosure Statement hereby is approved as containing "adequate information" within the meaning of section 1125 of the Bankruptcy Code, and any Objections which have not been withdrawn or resolved are hereby overruled; and

2. The Debtor hereby is authorized and empowered to solicit acceptances of the Plan in accordance with this Order; and

*B. Approval and Service of Plan Summary*

3. The Plan Summary, as modified, is approved and may be served upon the Individual Class 4 claimants in lieu of the complete Plan.

*C. Voting Procedures and Solicitation of Votes.*

4. The Voting Procedures Motion is hereby granted and approved.

5. Unless otherwise ordered by this Court, for purposes of voting on the Plan, the determination of which claims are entitled to be voted and the amount and classification of such claims that will be used to tabulate acceptances and rejections of the Plan by the holders thereof (collectively, the "Holders") shall be exclusively as follows:

(a) *Validity of ballots.* Only ballots which meet each of the following requirements shall be counted: (i) the ballot is received by the Obuchowski Law Office, attn: Jennifer Emens-Butler, Esq., PO Box 60, Route 107, Bethel, Vermont 05032, facsimile number (802) 234-6245. (by mail, hand, overnight courier or otherwise) on or before **5:00 p.m., Eastern Standard Time, on November 14, 2000** (the "Voting Deadline"); (ii) the Holder or its authorized agent has signed the ballot properly; and (iii) the ballot has been marked properly as accepting or rejecting the Plan. Ballots marked as both accepting and

rejecting the Plan shall not be counted. Ballots which have not been marked as accepting or rejecting the Plan shall not be counted.

*(b) Receipt of Ballots.* For the purpose of voting on the Plan: (i) any ballots the Obuchowski Law Office receives by mail or overnight courier on the day of the Voting Deadline shall be deemed to have been received prior to the Voting Deadline; (ii) any ballot postmarked prior to the Voting Deadline but received after the day of the Voting Deadline shall be deemed late and shall not be counted, unless the Court orders otherwise; (iii) ballots the Obuchowski Law Office receives via facsimile shall be accepted only if (A) they are received on the day of the Voting Deadline, and (B) the signed original ballot is sent to the Obuchowski Law Office by overnight courier and received by the Obuchowski Law Office on or before the first business day after the day of the Voting Deadline; (iv) the signature of the person executing each ballot shall be presumed to be genuine and duly authorized; (v) for cause shown, the Court, after notice and a hearing, may permit a Holder to change or withdraw an acceptance or rejection; and (vi) if a Holder sends in multiple ballots for the same claim, the last ballot the Obuchowski Law Office receives is the ballot that governs, unless the Court orders otherwise.

*(c) Classification of Claims and Allowance For Voting Purposes.* Each claim shall be classified in the class of the Plan into which such claim appropriately falls based upon the priority and status asserted in the proof of claim underlying such claim (the "Proof") or, in the absence thereof, as listed in the Debtors' Schedules of Assets and Liabilities (as may be

amended from time to time, the "Schedules") or subparagraph (g) of this paragraph 3, as applicable. Subject to subparagraphs (d)-(k) of this paragraph 3, each claim for which a proof of claim has been filed (or has been deemed filed pursuant to section 1111 (a) of the Bankruptcy Code and Bankruptcy Rule 3003 shall be allowed, for voting purposes, as *follows*:

- (i) where the claim previously has been allowed by Order of this Court pursuant to section 502 of the Bankruptcy Code, the amount of the claim for voting purposes shall be equal to the amount allowed in such Order;
- (ii) where the claim is deemed allowed by operation of the Plan, the amount of the claim for voting purposes shall be equal to the amount allowed in the Plan; and
- (iii) where the claim previously has not been allowed by Order of this Court pursuant to section 502 of the Bankruptcy Code or by operation of the Plan, and

(A) no proof of claim has been filed on or before the deadline for filing proofs of claim in this case (the "Bar Date") or otherwise deemed timely filed by an Order of this Court, the amount of such claim for voting purposes will be equal to the amount listed, if any, in respect of such claim in the Schedules to the extent such claim is not listed as contingent, unliquidated or disputed; or

(B) where a proof of claim has been filed on or prior to the Bar Date, or has been filed after the Bar Date but deemed filed timely by Order of this Court, the amount of each claim for voting purposes will be the amount asserted in the proof of claim.

(d) *Multiple Claims.* Any Holder with claims in more than one class will receive a ballot for each class of claims in which such Holder is entitled to vote. Any Holder with more than one claim against the Debtor in the same class shall receive only one ballot for such claims; however, such ballot will be counted for the aggregate dollar amount of all claims in such class.

(e) *Disputed Claims.*

(i) *General.* Subject to the provisions of clause (ii) of this subparagraph (c), no claim against which an objection has been filed shall be counted unless such claim has been allowed temporarily for the purpose of accepting or rejecting the Plan. For the purpose of this subparagraph, an objection shall include pleadings filed seeking, *inter alia*, to estimate or fix and allow the claim of any creditor. The allowance of a disputed claim for voting purposes shall be subject to the other provisions of this paragraph 3.

(ii) *Voting Amount of Certain Disputed Claims.* Notwithstanding any other provision in this subparagraph (e), (1) if a motion (or stipulation) has been filed seeking to reduce and allow or fix and allow a claim and no pleadings objecting to the proposed allowed amount of such claim or seeking temporary allowance thereof for voting purposes have been filed, then such claim shall be counted for voting purposes in the amount to which the motion or stipulation seeks to reduce and allow or fix and allow such claim; and (2) if an objection is filed to a claim,



then that claim shall be counted for voting purposes only to the extent not objected to.

(iii) *Classification.* To the extent a motion or objection challenges, or a stipulation proposes to amend, the alleged classification of a particular claim, such claim shall be counted in the class asserted in the proof of claim (or, in the absence thereof, the Schedules) in an amount determined pursuant to this paragraph 3.

(f) *Unliquidated Claims.* Each Entity holding a claim classified under the Plan as a Class 4 Claim, which Class consists of Asbestos-Related Claims against the Debtors (including contribution and indemnity claims), shall, solely for the purpose of voting on the Plan, be entitled to cast one vote in the amount of \$1.00, without prejudice to the determination of the amount of such Entity's Claim for distribution purposes. The allowance of an unliquidated claim for voting purposes shall in all respects be subject to the other provisions of this Order.

*h) Holders.* (i) Counsel to holders of Asbestos Related Claims are authorized to vote multiple Class 4 Special Ballots on behalf of their clients, provided that such counsel have been properly authorized by their clients to vote the claims of their clients and provided further that such counsel comply with the certification procedure on the Class 4 Special Ballot; and (ii) Counsel to holders of Class 5 Settled Claims are authorized to vote multiple Class 5 Special Ballots on behalf of their clients, provided that such counsel have

been properly authorized by their clients to vote the claims of their clients and provided further that such counsel comply with the certification procedure on the Class 5 Special Ballot; and

6. The Debtors shall serve all holders of Asbestos Related Claims with the Plan, the Final Disclosure Statement, the appropriate Class 4 Special Ballot, this Order, the Notice of Hearing to Consider Confirmation and such other materials as the Court may direct (collectively, the "Solicitation Package") by service of the Solicitation Package upon the respective holders' known counsel, which service shall be deemed good and sufficient service thereof and in compliance with Bankruptcy Rules 2002(b) and 3017(d), no later than October 23, 2000, by regular mail, overnight delivery or by hand, except for any holder of an Asbestos-Related Claim whose name and address had been provided to Debtors' counsel by October 10, 2000 as a claimant requesting receipt directly, (a "Direct Service Claimant"). With respect to the Direct Service Claimants, the Debtors shall serve the Solicitation Package with a copy of the Plan Summary in lieu of the full Plan. With respect to any Solicitation packages which the Debtor mails to the required address that are returned as undeliverable, no efforts need be undertaken to remail such materials.; and

7. The Debtors shall serve the Solicitation Package upon only those asbestos related indemnity and contribution claimants who have entered an appearance or who have filed a proof of claim, which claim has not been disallowed or withdrawn, which service shall be deemed good

and sufficient service thereof and in compliance with Bankruptcy Rules 2002 (d) and 3017 (d);  
and

8. With respect to the voting of Class 4 and Class 5 Claimants on the Plan, the Class 4 Special Ballots and Class 5 Special Ballots substantially in the form filed herewith as Exhibits "A," "B" and "C" are hereby approved and shall be utilized as more fully set forth herein. For the purpose of voting on the Plan all creditors holding Asbestos Related Personal Injury Claims and Asbestos Related Personal Injury Contribution Claims (as defined in the Plan) shall utilize the Class 4A Special Ballot substantially in the form filed herewith as Exhibit "A." For the purpose of voting on the Plan all creditors holding Asbestos in Buildings Claims and Asbestos Related Building Contribution Claims (as defined in the Plan) shall utilize the Class 4B Special Ballot substantially in the form filed herewith as Exhibit "B." For the purpose of voting on the Plan all creditors holding Settled Claims (as defined in the Plan) shall utilize the Class 5 Special Ballot substantially in the form filed herewith as Exhibit "C;" and

9. The form of certification to be utilized by counsel casting Class 4 Special Ballots on behalf of multiple claimants as set forth on Exhibits A and B hereto is hereby approved and the form of certification to be utilized by counsel casting Class 5 Special Ballots on behalf of multiple claimants as set forth on Exhibit C hereto is hereby approved; and

*C. Classes of Claims Entitled to Vote*

10. The holders of claims classified in the Unimpaired Classes are not entitled to vote to accept or reject the Plan and are conclusively presumed to have accepted the Plan under section 1126(f) of the Bankruptcy Code;

11. The holders of interests classified in the Rejecting Class are not entitled to vote to accept or reject the Plan and are deemed not to have accepted the Plan under section 1126(g) of the Bankruptcy Code; and

12. The holders of claims classified in Class 4 and Class 5 are entitled to vote to accept or reject the Plan under section 1126 of the Bankruptcy Code and in accordance with this Order;

*D. Confirmation Hearing*

13. The **hearing to consider confirmation of the Plan (the "Confirmation Hearing") shall be held at the United States District Court, District of Vermont, West Street, Rutland, Vermont, 05701, on November 17, 2000 at 9:00 a.m. Eastern Standard Time**, or as soon thereafter as counsel can be heard, and may be adjourned from time to time without further notice, other than by announcement of the adjourned date or dates at the Confirmation Hearing;

14. In accordance with Bankruptcy Rule 2002(b), the notice of the Confirmation Hearing as previously authorized and published shall be deemed adequate and sufficient;

15. All objections, proposed modifications or other responses to the confirmation of the Plan, if any, shall be in writing, and (a) shall state the name and address of the responding party and the nature of the claim or interest of such party, (b) shall state with particularity the basis and nature of any objection, proposed modification or response and (c) be filed, together with proof of service, with the Clerk of the United States Bankruptcy Court, PO Box 6648, 67 Merchants Row, 2<sup>nd</sup> Floor, Rutland Vermont, 05702-6648, and served so that they are **received no later than 5:00 p.m., Eastern Standard Time, on November 14, 2000** by the following parties:

- (i) Raymond J. Obuchowski, Esq.  
Obuchowski Law Office  
Route 107, P.O. Box 60  
Bethel, Vt. 05032  
(802) 234-6244  
Counsel to Rutland Fire Clay  
Company and Rutland, Inc.,  
Debtors and Debtors-in-Possession;
- (ii) John J. Preefer, Esq.  
630 Third Avenue  
New York, New York 10017  
(212) 661-1900  
Counsel to the Official Tort  
Claimants Committee;
- (iii) Richard Levy, Jr., Esq.  
Legal Representative for the Future Claimants  
Freeman Forrest & Levy LLP  
415 Madison Avenue  
New York, New York 10017  
(212) 980-4050; and
- (iv) Office of the United States Trustee  
Attention: Kevin Purcell, Esq.  
74 Chapel Street, Suite 200  
Albany, New York 12207  
Attention: Kevin Purcell, Esq.

16. Any party who wishes to object to confirmation of the Plan but fails to file and serve such objection in accordance with this Order will be barred from objecting to confirmation of the Plan and will not be heard at the Confirmation Hearing.

*E. Miscellaneous*

17. The Debtors are authorized to make non-substantive changes to the First Amended Disclosure Statement and related documents without further Order of this Court, including, without limitation, changes to correct typographical and grammatical errors and to insert updated financial and other information, including financial statements, if any, and to make conforming changes among the First Amended Disclosure Statement, the Plan, appendices and exhibits to the First Amended Disclosure Statement and the First Amended Plan, and other material in the Solicitation Package prior to the mailing of the Solicitation Package;

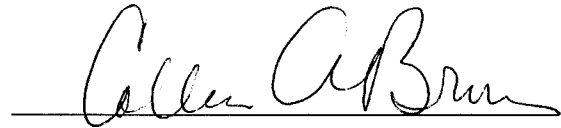
18. The Debtors hereby are authorized and empowered to take such steps, incur and pay such costs and expenses, execute such documents and do such things as may be reasonably necessary to implement the provisions of this Order; and

19. This Court shall retain jurisdiction to hear all such matters as may be related to, or arise from, this Order and/or the Solicitation Package.

20. The documents which comprise the Solicitation Package may be printed for distribution and distributed in 10pt pitch, single-spaced format to those parties served in compliance with this Order; and it is further

21. The solicitation and voting procedures authorized herein comply with the disclosure and plan solicitation provisions of the Bankruptcy Code and Bankruptcy Rules.

Dated: Rutland, Vermont  
October 17, 2000

A handwritten signature in cursive script, reading "Colleen A. Brown", is written over a horizontal line.

Honorable Colleen A. Brown  
United States Bankruptcy Judge  
District of Vermont

*E:\CASES\BANKRUPT\11\RFC\Plan\DS Order 101700 ALL#2.wpd*

LAST DAY TO VOTE  
NOVEMBER 14, 2000

UNITED STATES BANKRUPTCY COURT

DISTRICT OF VERMONT

IN RE:	)	
RUTLAND FIRE CLAY CO.,	)	
d/b/a Rutland Products	)	Case No. 99-11390-cab
RUTLAND, INC.	)	Case No. 99-11391-cab
d/b/a Rutland Products,	)	<i>Jointly Administered</i>
d/b/a Rutland Inc. of Illinois	)	Chapter 11 proceeding
	)	
Debtors in Possession.	)	

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**CLASS 4A SPECIAL BALLOT FOR HOLDER OF  
ASBESTOS-RELATED PERSONAL INJURY AND  
ASBESTOS-RELATED PERSONAL INJURY  
CONTRIBUTION CLAIMS TO ACCEPT OR REJECT  
THE FIRST AMENDED PLAN OF REORGANIZATION FOR RUTLAND  
FIRE CLAY COMPANY AND RUTLAND, INC.**

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THE DEBTORS, AFTER CONSULTATION WITH THE COMMITTEE AND THE LEGAL REPRESENTATIVE OF THE FUTURE CLAIMANTS, IS SOLICITING YOUR VOTE ON THE DEBTORS' FIRST AMENDED PLAN OF REORGANIZATION DATED OCTOBER 13, 2000 (THE "PLAN") A COPY OF WHICH IS ATTACHED TO THE ACCOMPANYING FIRST AMENDED DISCLOSURE STATEMENT, DATED OCTOBER 13, 2000 (THE "DISCLOSURE STATEMENT"). PLEASE REVIEW THE PLAN AND DISCLOSURE STATEMENT AND READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS SPECIAL BALLOT. PLEASE COMPLETE, SIGN AND DATE THIS SPECIAL BALLOT AND PROMPTLY RETURN IT IN THE ENCLOSED RETURN ENVELOPE. **THIS SPECIAL BALLOT MUST BE RECEIVED BY RAYMOND J. OBUCHOWSKI, (DEBTORS' COUNSEL), NOT LATER THAN 5:00 P.M., EASTERN STANDARD TIME, ON NOVEMBER 14, 2000.** IF YOU FAIL TO INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN, THIS SPECIAL BALLOT WILL NOT BE COUNTED. IF MORE THAN ONE SPECIAL BALLOT IS RECEIVED FROM AN INDIVIDUAL CLAIMANT, THE LAST SPECIAL BALLOT RECEIVED PRIOR TO THE VOTING DEADLINE SHALL SUPERSEDE AND REVOKE ANY EARLIER RECEIVED SPECIAL BALLOT.

**EXHIBIT "A"**



Because the Bankruptcy Court has not determined the amount of your claim that may be ultimately allowed against Rutland Fire Clay Company and Rutland, Inc, and your claim is contingent, unliquidated or disputed, and pursuant to a certain order entered by the Bankruptcy Court on October 13, 2000 approving solicitation and voting procedures for the Plan, your claim has been allowed solely for the purpose of voting on the Plan (and without prejudice to the amount of your claim for any other purpose) in the amount of \$1.00.

The Plan referred to in this Special Ballot can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan and if it otherwise complies with Section 1129 (b) of the Bankruptcy Code. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan at the request of the Debtor if the Bankruptcy Court finds that the Plan accords "fair and equitable" treatment of certain of the classes rejecting it and otherwise satisfies the requirements of § 1129(b) of the Bankruptcy Code. **To have your vote count, you must complete and return this Special Ballot so that it is received by November 14 ,2000.**

In addition, the Court can only grant the Permanent Channeling Injunction pursuant to § 524 (g) of the Bankruptcy Code in the event 75% of those Class 4A claimants actually voting (and also Class 4B claimants) accept the Plan. The Plan as proposed will not be confirmed unless the Permanent Channeling Injunction is granted.

**PLEASE BE SURE TO SIGN AND DATE YOUR SPECIAL BALLOT. IF YOU ARE COMPLETING THE SPECIAL BALLOT ON BEHALF OF ANOTHER PERSON OR ENTITY, KINDLY INDICATE YOUR RELATIONSHIP TO SUCH PERSON OR ENTITY AND THE CAPACITY IN WHICH YOU ARE SIGNING.**

**SPECIAL BALLOT**

The undersigned creditor holds an Asbestos-Related Personal Injury Claim or an Asbestos Related Personal Injury Contribution Claim against the Debtor and certifies that to the best of his, her or its knowledge such claimant has suffered injury caused by Rutland Fire Clay Company or Rutland, Inc.:

THE DOLLAR AMOUNT HAS BEEN FIXED AT \$1.00 AS PART OF THE VOTING PROCEDURES FOR THE PURPOSES OF VOTING ONLY. The undersigned hereby votes:

( ) TO ACCEPT THE PLAN

( ) TO REJECT THE PLAN

DATED: \_\_\_\_\_, 2000

**IF THIS BALLOT IS VOTED BY AN  
AUTHORIZED ATTORNEY VOTING MULTIPLE  
CLAIMS, DO NOT SIGN HERE --  
SEE BELOW**

\_\_\_\_\_  
SIGNATURE OF CREDITOR

\_\_\_\_\_  
PRINTED NAME OF CREDITOR

By: \_\_\_\_\_  
(for a representative or authorized agent, if  
appropriate)

As \_\_\_\_\_

\_\_\_\_\_  
STREET ADDRESS

\_\_\_\_\_  
CITY, STATE, ZIP CODE

\_\_\_\_\_  
TELEPHONE NUMBER

**CERTIFICATION OF VOTE OF MULTIPLE SPECIAL BALLOTS  
BY AUTHORIZED COUNSEL FOR HOLDERS OF INDIVIDUAL  
ASBESTOS-RELATED PERSONAL INJURY CLAIMANTS**

**TO VOTE MULTIPLE CLAIMS YOU MUST ATTACH A LIST  
TO THIS SPECIAL BALLOT WITH THE NAME OF EACH CLAIMANT  
ON WHOSE BEHALF A SPECIAL BALLOT IS CAST**

The undersigned, counsel to multiple individual Asbestos-Related Personal Injury claimants against Rutland Fire Clay Company or Rutland, Inc., hereby votes the claims of each individual on the attached schedule . The undersigned, an attorney-at-law duly admitted to the practice of law in the state in which he or she practices and in good standing as of the date of execution of this special ballot, certifies and declares that he or she is authorized by each such claimant on behalf of whom the undersigned votes, to cast the vote of such claimant for or against the Plan; that, to the best of the undersigned's information and belief, each such claimant holds a valid compensable claim against Rutland Fire Clay Company or Rutland, Inc. for injury caused by Rutland Fire Clay Company or Rutland, Inc. and, if requested, the undersigned has and can provide written authorization of each such claimant to cast such special ballot on behalf of the claimant. The undersigned further certifies that, as to each and every claimant on behalf of which the undersigned shall cast a vote, he, she, its or his, her or its law firm has been retained by the claimant to represent the claimant in connection with claimant's Asbestos-Related Claim against Rutland Fire Clay Company or Rutland, Inc. and that the undersigned has such information as may be necessary to support the assertion of a claim against Rutland Fire Clay Company or Rutland, Inc. and the nature of the injury asserted. The undersigned further certifies that he or she has the complete name and address of each Claimant on behalf of whom he or she casts this Special Ballot.

The undersigned, voting a multiple Special Ballot, votes as follows:

(    ) \_\_\_\_\_ votes (at \$1.00 per claim) in the aggregate sum of \$    \_\_\_\_    \_\_  
FOR the Plan

(    ) \_\_\_\_\_ votes (at \$1.00 per claim) in the aggregate sum of \$ \_  
AGAINST the Plan

**THE UNDERSIGNED ACKNOWLEDGES THAT THIS CERTIFICATION IS GIVEN IN  
CONNECTION WITH THE COMPLIANCE WITH BANKRUPTCY RULE 2019 AND  
THE RIGHT TO VOTE MULTIPLE CLAIMS. THE UNDERSIGNED**

**ACKNOWLEDGES THAT THE FAILURE TO PROPERLY EXECUTE THIS  
MULTIPLE SPECIAL BALLOT, ANNEX A COMPLETE SCHEDULE OF  
CLAIMANTS ON BEHALF OF WHOM THE UNDERSIGNED IS VOTING, AND TO  
PROPERLY EXECUTE THE CERTIFICATION MAY RESULT IN THIS VOTE NOT  
BEING COUNTED.**

**THE UNDERSIGNED CERTIFIES AND DECLARES UNDER THE PENALTY OF  
PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.**

**EXECUTED PURSUANT TO 28 U.S.C. § 1746, UNDER THE PENALTY OF PERJURY,  
AT \_\_\_\_\_  
ON \_\_\_\_\_, 2000.**

\_\_\_\_\_  
SIGNATURE OF EXECUTING ATTORNEY

\_\_\_\_\_  
NAME OF CERTIFYING ATTORNEY (PRINT)

\_\_\_\_\_  
NAME OF LAW FIRM (PRINT)

\_\_\_\_\_  
STREET ADDRESS

\_\_\_\_\_  
CITY, STATE, ZIP CODE

\_\_\_\_\_  
TELEPHONE NUMBER



**LAST DAY TO VOTE  
NOVEMBER 14, 2000**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF VERMONT

IN RE:	)	
RUTLAND FIRE CLAY CO.,	)	
d/b/a Rutland Products	)	Case No. 99-1390-cab
RUTLAND, INC.	)	Case No. 99-11391-cab
d/b/a Rutland Products,	)	<i>Jointly Administered</i>
d/b/a Rutland Inc. of Illinois	)	Chapter 11 proceeding
	)	
Debtors in Possession.	)	

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**CLASS 4B SPECIAL BALLOT FOR HOLDERS OF ASBESTOS IN BUILDINGS AND  
ASBESTOS-RELATED BUILDING CONTRIBUTION CLAIMS TO ACCEPT OR  
REJECT THE FIRST AMENDED PLAN OF REORGANIZATION FOR RUTLAND  
FIRE CLAY COMPANY AND RUTLAND, INC.**

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THE DEBTORS, WITH THE RECOMMENDATION OF THE OFFICIAL TORT CLAIMANTS COMMITTEE AND THE LEGAL REPRESENTATIVE OF THE FUTURE CLAIMANTS, IS SOLICITING YOUR VOTE ON THE DEBTORS' FIRST AMENDED PLAN OF REORGANIZATION DATED OCTOBER 13, 2000 (THE "PLAN") A COPY OF WHICH IS ATTACHED TO THE ACCOMPANYING FIRST AMENDED DISCLOSURE STATEMENT, DATED OCTOBER 13, 2000 (THE "DISCLOSURE STATEMENT"). PLEASE REVIEW THE PLAN AND DISCLOSURE STATEMENT AND READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS SPECIAL BALLOT. PLEASE COMPLETE, SIGN AND DATE THIS SPECIAL BALLOT AND PROMPTLY RETURN IT IN THE ENCLOSED RETURN ENVELOPE. **THIS SPECIAL BALLOT MUST BE RECEIVED BY RAYMOND J. OBUCHOWSKI, ESQ., (DEBTORS' COUNSEL), NOT LATER THAN 5:00 P.M., EASTERN STANDARD TIME, ON NOVEMBER 14, 2000.** IF YOU FAIL TO INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN, THIS SPECIAL BALLOT WILL NOT BE COUNTED. IF MORE THAN ONE SPECIAL BALLOT IS RECEIVED FROM AN INDIVIDUAL CLAIMANT, THE LAST SPECIAL BALLOT RECEIVED PRIOR TO THE VOTING DEADLINE SHALL SUPERSEDE AND REVOKE ANY EARLIER RECEIVED SPECIAL BALLOT.

Because the Bankruptcy Court has not determined the amount of your claim that may be ultimately allowed against Rutland, and pursuant to a certain order entered by the Bankruptcy Court on October 13, 2000, approving solicitation and voting procedures for the Plan, your claim has been allowed solely for the purpose of voting on the Plan (and without prejudice to the amount of your claim for any other purpose) in the amount of \$1.00 regardless of the number of buildings affected by asbestos containing products attributable to Rutland.

**EXHIBIT "B"**

The Plan referred to in this Special Ballot can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan and if it otherwise complies with Section 1129 (b) of the Bankruptcy Code. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan at the request of the Debtors if the Bankruptcy Court finds that the Plan accords "fair and equitable" treatment of certain of the classes rejecting it and otherwise satisfies the requirements of § 1129(b) of the Bankruptcy Code. **To have your vote count, you must complete and return this Special Ballot so that it is received by November 14, 2000.**

In addition, the Court can only grant the Permanent Channeling Injunction pursuant to § 524(g) of the Bankruptcy Code in the event 75% of those Class 4B Claimants (and also Class 4A Claimants) actually voting accept the Plan. The Plan as proposed will not be confirmed unless the Permanent Channeling Injunction is granted.

**PLEASE BE SURE TO SIGN AND DATE YOUR SPECIAL BALLOT. IF YOU ARE COMPLETING THE SPECIAL BALLOT ON BEHALF OF ANOTHER PERSON OR ENTITY, KINDLY INDICATE YOUR RELATIONSHIP WITH SUCH PERSON OR ENTITY AND THE CAPACITY IN WHICH YOU ARE SIGNING.**

## SPECIAL BALLOT

The undersigned creditor holds an Asbestos In Buildings Claim or Asbestos Related Building Contribution Claim against the Debtor in the amount of \$1.00 for the purpose of voting on the Plan.

THE DOLLAR AMOUNT HAS BEEN FIXED AS PART OF THE VOTING PROCEDURES FOR THE PURPOSES OF VOTING ONLY.

The undersigned hereby votes:

( ) TO ACCEPT THE PLAN

( ) TO REJECT THE PLAN

DATED: \_\_\_\_\_, 2000

**IF THIS SPECIAL BALLOT IS VOTED BY  
AN AUTHORIZED ATTORNEY VOTING MULTIPLE  
CLAIMS, DO NOT SIGN HERE --  
SEE BELOW**

-

\_\_\_\_\_  
SIGNATURE OF CREDITOR

-

\_\_\_\_\_  
PRINTED NAME OF CREDITOR

By: \_\_\_\_\_  
(for a representative or authorized  
agent, if appropriate)

As \_\_\_\_\_

\_\_\_\_\_  
[STREET ADDRESS]

\_\_\_\_\_  
CITY, STATE, AND ZIP CODE



-

---

TELEPHONE NO.

**CERTIFICATION OF VOTE OF MULTIPLE SPECIAL  
BALLOTS BY AUTHORIZED COUNSEL FOR INDIVIDUAL  
ASBESTOS IN BUILDINGS CLAIMANTS OR  
BY ASBESTOS RELATED BUILDING  
CONTRIBUTION CLAIMANTS**

**TO VOTE MULTIPLE CLAIMS YOU MUST ATTACH A  
LIST TO THIS SPECIAL BALLOT WITH THE NAME  
OF EACH CLAIMANT ON WHOSE BEHALF A MULTIPLE  
SPECIAL BALLOT IS CAST**

The undersigned, counsel to multiple individual Asbestos In Buildings Claimants or Asbestos Related Building Contribution Claimants against Rutland Fire Clay Company and Rutland, Inc. (collectively ("Rutland")) hereby votes the claims of each person on the attached schedule. The undersigned, an attorney-at law, duly admitted to the practice of law in the state in which he or she practices, and in good standing as of the date of execution of this special ballot, certifies and declares that he or she is authorized on behalf of whom the undersigned votes, to cast the vote of such claimant for or against the Plan; that, to the best of the undersigned's information and belief each such claimant holds a valid compensable claim against Rutland for injury caused by Rutland and if requested, the undersigned has and can provide written authorization of such claimant to cast such special ballot on behalf of the claimant. The undersigned further certifies that, as to each and every claimant on behalf of which the undersigned casts a vote, he, she or it or his, her or its law firm has been retained by the claimant to represent the claimant in connection with claimant's Asbestos-Related Claim against Rutland and that the undersigned has such information as may be necessary to support the assertion of a claim against Rutland and the nature of the injury asserted. The undersigned further certifies that he, she, or it has the complete name and address of each Claimant on behalf of whom he, she or it casts this Special Ballot.

The undersigned voting a multiple Special Ballot, votes as follows:

(     ) \_\_\_\_\_ votes in the aggregate sum of \$ \_\_\_\_\_     FOR the Plan

(     ) \_\_\_\_\_ votes in the aggregate sum of \$ \_\_\_\_\_     AGAINST the Plan

**THE UNDERSIGNED ACKNOWLEDGES THAT THIS CERTIFICATION IS GIVEN IN CONNECTION WITH THE COMPLIANCE WITH BANKRUPTCY RULE 2019 AND THE RIGHT TO VOTE MULTIPLE CLAIMS. THE UNDERSIGNED ACKNOWLEDGES THAT THE FAILURE TO PROPERLY EXECUTE THIS MULTIPLE SPECIAL BALLOT, ANNEX A COMPLETE SCHEDULE OF CLAIMANTS ON BEHALF OF WHOM THE UNDERSIGNED IS VOTING, AND TO PROPERLY EXECUTE THE CERTIFICATION MAY RESULT IN THIS VOTE NOT BEING COUNTED.**

**THE UNDERSIGNED CERTIFIES AND DECLARES UNDER THE PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.**

**EXECUTED PURSUANT TO 28 U.S.C. § 1746, UNDER THE PENALTY OF PERJURY,  
AT \_\_\_\_\_  
ON \_\_\_\_\_, 2000.**

\_\_\_\_\_  
NAME OF CERTIFYING ATTORNEY (PRINT)

\_\_\_\_\_  
NAME OF LAW FIRM (PRINT)

\_\_\_\_\_  
STREET ADDRESS

\_\_\_\_\_  
CITY, STATE, ZIP CODE

\_\_\_\_\_  
TELEPHONE NUMBER

**LAST DAY TO VOTE  
NOVEMBER 14, 2000**

UNITED STATES BANKRUPTCY COURT

DISTRICT OF VERMONT

IN RE:	)
RUTLAND FIRE CLAY COMPANY,	)
d/b/a Rutland Products	) Case No. 99-11390-cab
RUTLAND, INC.	) Case No. 99-11391-cab
d/b/a Rutland Products,	) <i>Jointly Administered</i>
d/b/a Rutland Inc. of Illinois	) Chapter 11 proceeding
	)
Debtors in Possession.	)

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**CLASS 5 SPECIAL BALLOT FOR HOLDER OF  
SETTLED CLAIMS TO ACCEPT OR REJECT THE FIRST  
AMENDED PLAN OF REORGANIZATION FOR RUTLAND  
FIRE CLAY COMPANY AND RUTLAND, INC.**

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THE DEBTORS, AFTER CONSULTATION WITH THE COMMITTEE AND THE LEGAL REPRESENTATIVE OF THE FUTURE CLAIMANTS, IS SOLICITING YOUR VOTE ON THE DEBTORS' FIRST AMENDED PLAN OF REORGANIZATION DATED OCTOBER 13, 2000 (THE "PLAN") A COPY OF WHICH IS ATTACHED TO THE ACCOMPANYING FIRST AMENDED DISCLOSURE STATEMENT, DATED OCTOBER 13, 2000 (THE "DISCLOSURE STATEMENT"). PLEASE REVIEW THE PLAN AND DISCLOSURE STATEMENT AND READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS SPECIAL BALLOT. PLEASE COMPLETE, SIGN AND DATE THIS SPECIAL BALLOT AND PROMPTLY RETURN IT IN THE ENCLOSED RETURN ENVELOPE. **THIS SPECIAL BALLOT MUST BE RECEIVED BY RAYMOND J. OBUCHOWSKI, (DEBTORS' COUNSEL), NOT LATER THAN 5:00 P.M., EASTERN STANDARD TIME, ON NOVEMBER 14, 2000.** IF YOU FAIL TO INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN, THIS SPECIAL BALLOT WILL NOT BE COUNTED. IF MORE THAN ONE SPECIAL BALLOT IS RECEIVED FROM AN INDIVIDUAL CLAIMANT, THE LAST SPECIAL BALLOT RECEIVED PRIOR TO THE VOTING DEADLINE SHALL SUPERSEDE AND REVOKE ANY EARLIER RECEIVED SPECIAL BALLOT.

The Plan referred to in this Special Ballot can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan and if it otherwise complies with Section 1129 (b) of the Bankruptcy Code. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan at the request of the

**EXHIBIT "C"**

Debtor if the Bankruptcy Court finds that the Plan accords "fair and equitable" treatment of certain of the classes rejecting it and otherwise satisfies the requirements of § 1129(b) of the Bankruptcy Code. **To have your vote count, you must complete and return this Special Ballot so that it is received by November 14, 2000.**

In addition, the Court can only grant the Permanent Channeling Injunction pursuant to § 524 (g) of the Bankruptcy Code in the event 75% of those Class 4A claimants actually voting (and also Class 4B claimants) accept the Plan. The Plan as proposed will not be confirmed unless the Permanent Channeling Injunction is granted.

**PLEASE BE SURE TO SIGN AND DATE YOUR SPECIAL BALLOT. IF YOU ARE COMPLETING THE SPECIAL BALLOT ON BEHALF OF ANOTHER PERSON OR ENTITY, KINDLY INDICATE YOUR RELATIONSHIP TO SUCH PERSON OR ENTITY AND THE CAPACITY IN WHICH YOU ARE SIGNING.**

**SPECIAL BALLOT**

The undersigned creditor holds a Class 5 Settled Claim against the Debtor.

The undersigned hereby votes:

( ) TO ACCEPT THE PLAN

( ) TO REJECT THE PLAN

DATED: \_\_\_\_\_, 2000

**IF THIS BALLOT IS VOTED BY AN  
AUTHORIZED ATTORNEY VOTING MULTIPLE  
CLAIMS, DO NOT SIGN HERE --  
SEE BELOW**

\_\_\_\_\_  
SIGNATURE OF CREDITOR

\_\_\_\_\_  
PRINTED NAME OF CREDITOR

By: \_\_\_\_\_  
(for a representative or authorized agent, if  
appropriate)

As \_\_\_\_\_

\_\_\_\_\_  
STREET ADDRESS

\_\_\_\_\_  
CITY, STATE, ZIP CODE

\_\_\_\_\_  
TELEPHONE NUMBER

**CERTIFICATION OF VOTE OF MULTIPLE SPECIAL BALLOTS  
BY AUTHORIZED COUNSEL FOR HOLDERS OF INDIVIDUAL  
ASBESTOS-RELATED PERSONAL INJURY CLAIMANTS**

**TO VOTE MULTIPLE CLAIMS YOU MUST ATTACH A LIST  
TO THIS SPECIAL BALLOT WITH THE NAME OF EACH CLAIMANT  
ON WHOSE BEHALF A SPECIAL BALLOT IS CAST**

The undersigned, counsel to multiple individual Class 5 Settled Claims against Rutland Fire Clay Company or Rutland, Inc., hereby votes the claims of each individual on the attached schedule. The undersigned, an attorney-at-law duly admitted to the practice of law in the state in which he or she practices and in good standing as of the date of execution of this special ballot, certifies and declares that he or she is authorized by each such claimant on behalf of whom the undersigned votes, to cast the vote of such claimant for or against the Plan; if requested, the undersigned has and can provide written authorization of each such claimant to cast such special ballot on behalf of the claimant. The undersigned further certifies that, as to each and every claimant on behalf of which the undersigned shall cast a vote, he, she, its or his, her or its law firm has been retained by the claimant to represent the claimant in connection with claimant's Claim against Rutland Fire Clay Company or Rutland, Inc. The undersigned further certifies that he or she has the complete name and address of each Claimant on behalf of whom he or she casts this Special Ballot.

The undersigned, voting a multiple Special Ballot, votes as follows:

(    )        \_\_\_\_\_ votes in the aggregate sum of \$ \_\_\_\_\_ FOR the Plan

(    )        \_\_\_\_\_ votes in the aggregate sum of \$ \_\_\_\_\_ AGAINST the Plan

**THE UNDERSIGNED ACKNOWLEDGES THAT THIS CERTIFICATION IS GIVEN IN CONNECTION WITH THE COMPLIANCE WITH BANKRUPTCY RULE 2019 AND THE RIGHT TO VOTE MULTIPLE CLAIMS. THE UNDERSIGNED ACKNOWLEDGES THAT THE FAILURE TO PROPERLY EXECUTE THIS MULTIPLE SPECIAL BALLOT, ANNEX A COMPLETE SCHEDULE OF CLAIMANTS ON BEHALF OF WHOM THE UNDERSIGNED IS VOTING, AND TO PROPERLY EXECUTE THE CERTIFICATION MAY RESULT IN THIS VOTE NOT BEING COUNTED.**

**THE UNDERSIGNED CERTIFIES AND DECLARES UNDER THE PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.**

**EXECUTED PURSUANT TO 28 U.S.C. § 1746, UNDER THE PENALTY OF PERJURY,**  
**AT** \_\_\_\_\_  
**ON** \_\_\_\_\_, **2000.**

\_\_\_\_\_  
SIGNATURE OF EXECUTING ATTORNEY

\_\_\_\_\_  
NAME OF CERTIFYING ATTORNEY (PRINT)

\_\_\_\_\_  
NAME OF LAW FIRM (PRINT)

\_\_\_\_\_  
STREET ADDRESS

\_\_\_\_\_  
CITY, STATE, ZIP CODE

\_\_\_\_\_  
TELEPHONE NUMBER